

03-12-02 10:54am From: SHAW PITTMAN TYSONS I

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T-110 P.58/89 F-071

Exhibit D**PATENT APPLICATIONS ASSIGNMENT**

Whereas Adaptive Technologies, S.A. de CV, a Mexican corporation ("Assignor"), has invented certain new and useful technologies for which an application for a United States Patent entitled "System and Method for Creating, Distributing and Managing Artificial Agents" was filed on February 16, 2000, Application Number 09/504939 and for which an application for a PCT Patent entitled "System and Method for Creating, Distributing and Managing Artificial Agents" was filed on February 15, 2001, Application Number PCT/TB/01/00197 (collectively, the "Patents").

Whereas Adaptive Technologies, Inc., a Delaware corporation ("Assignee"), desires to acquire the entire right, title and interest in the same.

Now, therefore, for good and valuable consideration, the receipt of which is hereby acknowledged, the Assignor does hereby sell, assign and transfer unto Assignee the right to said invention and the right, title and interest in and to any and all patents which may be granted therefor. The Assignor hereby authorizes and requests the Commissioner of Patent and Trademarks to issue said Patents to Assignee, of the right, title and interest in and to the same, for its sole use and benefit; and for the use and benefit of its legal representatives, to the full end of the term for which said Patents may be granted, as fully and entirely as the same would have been held by Assignor had this assignment and sale not been made.

Executed this 30 day of June, 2001.

Adaptive Technologies, S.A. de CV

By: 

Name: Adolfo Ramirez Fernandez

Title: Administrador Financiero